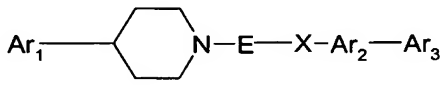
In the Claims:

Please cancel claims 18-19. Please amend claims 1, 4-8 and 16-17 as follows. Please add new claim 20.

1. (Currently Amended) A compound of formula (I), and physiologically acceptable prodrugs, salts or solvates thereof;



(I)

wherein

Ar_1 is:

(i) phenyl, naphthyl or phenyl fused by a C_{3-8}cycloalkyl; or

(ii) heterocyclyl selected from the group ~~list~~ consisting of: monocyclic radicals and fused polycyclic radicals, wherein said radicals contain a total of from 5-14 ring atoms, wherein said radicals contain a total of from 1-4 ring heteroatoms independently selected from oxygen, nitrogen and sulfur, and wherein individual rings of said radicals may be independently saturated, partially unsaturated or aromatic, provided that at least one ring is aromatic;
where Ar_1 is optionally substituted by 1-4 R^1 groups which may be the same or different;

Ar_2 is a phenyl group, a 5-6 membered heteroaromatic group or a bicyclic heteroaromatic group, each of which is optionally substituted by 1-4 groups independently selected from the group consisting of ~~list~~: C_{1-4}alkyl, halogen, hydroxy, C_{1-4}alkoxy, C_{1-6}acyl, C_{1-6}acyloxy, amino, C_{1-4}alkylamino, di-C_{1-4}alkylamino, $-(CH_2)_nOH$, $-(CH_2)_nNR_xR_y$, $-O(CH_2)_nO(CH_2)_mOR^a$, $-O(CH_2)_nC(O)NR_xR_y$, $-O(CH_2)_nCN$, C_{2-5}alkenyl, $-O(CH_2)_nCO_2R^a$, $-OSO_2(CH_2)_pCH_3$, $-OSO_2NR_xR_y$ and $-CO_2(CH_2)_pCH_3$;

Ar_3 is:

(i) phenyl, naphthyl or phenyl fused by a C_{3-8}cycloalkyl; or

(ii) heterocyclyl selected from the group consisting of monocyclic radicals and fused polycyclic radicals, wherein said radicals contain a total of from 5-14 ring atoms, wherein said radicals contain a total of from 1-4 ring heteroatoms independently selected from oxygen, nitrogen and sulfur, and wherein individual rings of said radicals may be independently saturated, partially unsaturated, or aromatic, providing that at least one ring is aromatic,

wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: hydroxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{2-4}alkenyl, C_{2-4}alkenyloxy, C_{1-4}perfluoroalkoxy, C_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_3$, $-NHSO_2CH(CH_3)_2$), fluoroC_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_2CF_3$), C_{1-4}alkylcarbonylamino, fluoroC_{1-4}alkylcarbonylamino, halogen (such as chlorine), nitrile, nitro, C_{1-4}perfluoroalkyl, C_{1-4}alkylcarbonyl, fluoroC_{1-4}alkylcarbonyl, C_{1-4}alkoxycarbonyl, aminocarbonyl, C_{1-4}alkylaminocarbonyl, di-C_{1-4}alkylaminocarbonyl, C_{1-4}alkylsulfonyl, C_{1-4}alkylaminosulfonyl, di-C_{1-4}alkylaminosulfonyl, C_{1-4}alkylsulfonyl and C_{1-4}alkylsulfoxy;

E is $-C_{1-6}$alkylene-;

X is $-CONR^a-$ or $-NR^aCO-$ (where the left hand side of the linkage is attached to E);

wherein

R^1 is halogen, C_{1-4}alkoxy or C_{1-4}alkyl;

R^a is C_{1-4}alkyl or hydrogen;

R_x and R_y are independently hydrogen, C_{1-4}alkyl, hydroxy or C_{1-4}alkoxy, where R_x and R_y are not both hydroxy or both C_{1-4}alkoxy; or R_x and R_y together with the nitrogen to which they are attached form a 5-membered ring which ring is optionally substituted ~~substited~~ by $-O(CH_2)_nC(O)NR_xR_y$, $-O(CH_2)_nCN$, $-O(CH_2)_nO(CH_2)_mOR^a$, $-O(CH_2)_nCO_2R^a$, $-OSO_2NR_xR_y$, $-OSO_2(CH_2)_pCH_3$, $-(CH_2)_nC(O)NR_xR_y$, $-(CH_2)_nCN$,

$-(CH_2)_nO(CH_2)_mOR^a$, $-(CH_2)_nCO_2R^a$, $-(CH_2)_nC(O)R^a$, $-SO_2NR_xR_y$, $-SO_2(CH_2)_pCH_3$, $-CH=CHC(O)NR_xR_y$, $-CH=CHCN$, $-CH=CHCO_2R^a$, $-CO_2R^a$, $-C(O)R^a$, $-C(O)NR_xR_y$ and C_{2-5}alkenyl;

n and m are independently 1-4; and

p is 0-4.

2. (Original) A compound according to claim 1 wherein Ar_1 is phenyl, naphthyl, 1,2,3,4-tetrahydronaphthyl, indolyl, benzofuranyl, benzothiophenyl or indazolyl.

3. (Original) A compound according to claim 2 wherein Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl.

4. (Currently Amended) A compound according to ~~any preceding~~ claim 1 wherein E is n-butylene.

5. (Currently Amended) A compound according to ~~any preceding~~ claim 1 wherein X is $-NR^aCO-$.

6. (Currently Amended) A compound according to ~~any preceding~~ claim 1 wherein Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl.

7. (Currently Amended) A compound according to claim 6 wherein Ar^2 is optionally substituted by one or two substituents independently selected from the group ~~list~~: C_{1-4}alkyl, halogen, hydroxy, C_{1-4}alkoxy, hydroxyC_{1-4}alkyl, aminoC_{1-4}alkyl, mono-C_{1-4}alkylaminoC_{1-4}alkyl, di-C_{1-4}alkylaminoC_{1-4}alkyl, $-O(CH_2)_nC(O)NR_xR_y$ (where R_x and R_y are independently hydrogen or C_{1-4}alkyl and n is 1-3) or $-CO_2(CH_2)_pCH_3$ (where p is 0-3).

8. (Currently Amended) A compound according to ~~any preceding~~ claim 1 wherein Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl.

9. (Original) A compound according to claim 8 wherein Ar_3 is substituted by C_{1-4}alkylsulfonylamino, fluoroC_{1-4}alkylsulfonylamino, C_{1-4}alkylcarbonylamino, fluoroC_{1-4}alkylcarbonylamino, halogen, nitrile, C_{1-4}perfluoroalkyl, C_{1-4}alkylcarbonyl, fluoroC_{1-4}alkylcarbonyl, aminocarbonyl, C_{1-4}alkylaminocarbonyl or di-C_{1-4}alkylaminocarbonyl.

10. (Original) A compound according to claim 1 wherein

Ar_1 is phenyl, naphthyl, 1,2,3,4-tetrahydronaphthyl, indolyl, benzofuranyl, benzothiophenyl or indazolyl; where Ar_1 is optionally substituted by 1-4 R^1 groups which may be the same or different;

Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C_{1-4}alkyl, halogen, hydroxy, C_{1-4}alkoxy, hydroxyC_{1-4}alkyl, aminoC_{1-4}alkyl, mono-C_{1-4}alkylaminoC_{1-4}alkyl, di-C_{1-4}alkylaminoC_{1-4}alkyl, $-O(CH_2)_nC(O)NR_xR_y$ and $-CO_2(CH_2)_pCH_3$;

Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: C_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_3$, $-NHSO_2CH(CH_3)_2$), fluoroC_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_2CF_3$), C_{1-4}alkylcarbonylamino, fluoroC_{1-4}alkylcarbonylamino, halogen (such as chlorine), nitrile, C_{1-4}perfluoroalkyl, C_{1-4}alkylcarbonyl, fluoroC_{1-4}alkylcarbonyl, aminocarbonyl, C_{1-4}alkylaminocarbonyl and di-C_{1-4}alkylaminocarbonyl;

E is n-butylene;

X is $-NR^aCO-$;

R^1 is halogen, C_{1-4}alkoxy or C_{1-4}alkyl;

R^a is C_{1-4}alkyl or hydrogen;

R_x and R_y are independently hydrogen or C_{1-4}alkyl;

n is 1-3; and

p is 0-3.

11. (Original) A compound according to claim 1 wherein

Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar_1 is optionally substituted by 1-2 R^1 groups which may be the same or different;

Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C_{1-4}alkyl, halogen, hydroxy, C_{1-4}alkoxy, hydroxyC_{1-4}alkyl, aminoC_{1-4}alkyl, mono-C_{1-4}alkylaminoC_{1-4}alkyl, di-C_{1-4}alkylaminoC_{1-4}alkyl, $-O(CH_2)_nC(O)NR_xR_y$ and $-CO_2(CH_2)_pCH_3$;

Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl or thienyl; wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: C_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_3$, $-NHSO_2CH(CH_3)_2$), fluoroC_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_2CF_3$), C_{1-4}alkylcarbonylamino, fluoroC_{1-4}alkylcarbonylamino, halogen (such as chlorine), nitrile, C_{1-4}perfluoroalkyl, C_{1-4}alkylcarbonyl, fluoroC_{1-4}alkylcarbonyl, aminocarbonyl, C_{1-4}alkylaminocarbonyl and di-C_{1-4}alkylaminocarbonyl;

E is n-butylene;

X is -NHCO-;

R^1 is C_{1-4}alkoxy or C_{1-4}alkyl;

R_x and R_y are independently hydrogen or C_{1-4}alkyl;

n is 1-3; and

p is 0-3.

12. (Original) A compound according to claim 1 wherein

Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar_1 is substituted by 1-2 R^1 groups which may be the same or different;

Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: hydroxy, hydroxyC_{1-4}alkyl, aminoC_{1-4}alkyl,

mono-C_{1-4}alkylaminoC_{1-4}alkyl, di-C_{1-4}alkylaminoC_{1-4}alkyl, -$O(CH_2)_nC(O)NR_xR_y$ and -$CO_2(CH_2)_pCH_3$;

Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: C_{1-4}alkylsulfonylamino (such as -$NHSO_2CH_3$, -$NHSO_2CH(CH_3)_2$), fluoroC_{1-4}alkylsulfonylamino (such as -$NHSO_2CH_2CF_3$), C_{1-4}alkylcarbonylamino, fluoroC_{1-4}alkylcarbonylamino, halogen (such as chlorine), nitrile, C_{1-4}perfluoroalkyl, C_{1-4}alkylcarbonyl, fluoroC_{1-4}alkylcarbonyl, aminocarbonyl, C_{1-4}alkylaminocarbonyl and di-C_{1-4}alkylaminocarbonyl;

E is n-butylene;

X is -NHCO-;

R^1 is C_{1-4}alkoxy or C_{1-4}alkyl;

R_x and R_y are independently hydrogen or C_{1-4}alkyl;

n is 1-3; and

p is 0-3.

13. (Original) A compound according to claim 1 wherein

Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar_1 is optionally substituted by 1-2 R^1 groups which may be the same or different;

Ar_2 is pyridyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C_{1-4}alkyl, halogen, hydroxy, C_{1-4}alkoxy, hydroxyC_{1-4}alkyl, aminoC_{1-4}alkyl, mono-C_{1-4}alkylaminoC_{1-4}alkyl, di-C_{1-4}alkylaminoC_{1-4}alkyl, -$O(CH_2)_nC(O)NR_xR_y$ and -$CO_2(CH_2)_pCH_3$;

Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: C_{1-4}alkylsulfonylamino (such as -$NHSO_2CH_3$, -$NHSO_2CH(CH_3)_2$), fluoroC_{1-4}alkylsulfonylamino (such as -$NHSO_2CH_2CF_3$),

C_{1-4}alkylcarbonylamino, fluoroC_{1-4}alkylcarbonylamino, halogen (such as chlorine), nitrile, C_{1-4}perfluoroalkyl, C_{1-4}alkylcarbonyl, fluoroC_{1-4}alkylcarbonyl, aminocarbonyl, C_{1-4}alkylaminocarbonyl and di-C_{1-4}alkylaminocarbonyl;

E is n-butylene;

X is -NHCO-;

R^1 is C_{1-4}alkoxy or C_{1-4}alkyl;

R_x and R_y are independently hydrogen or C_{1-4}alkyl;

n is 1-3; and

p is 0-3.

14. (Original) A compound according to claim 1 wherein

Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar_1 is optionally substituted by 1-2 R^1 groups which may be the same or different;

Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C_{1-4}alkyl, halogen, hydroxy, C_{1-4}alkoxy, hydroxyC_{1-4}alkyl, aminoC_{1-4}alkyl, mono-C_{1-4}alkylaminoC_{1-4}alkyl, di-C_{1-4}alkylaminoC_{1-4}alkyl, $-O(CH_2)_nC(O)NR_xR_y$ and $-CO_2(CH_2)_pCH_3$;

Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: C_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_3$, $-NHSO_2CH(CH_3)_2$), fluoroC_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_2CF_3$), C_{1-4}alkylcarbonylamino, fluoroC_{1-4}alkylcarbonylamino, halogen (such as chlorine), nitrile, C_{1-4}perfluoroalkyl, C_{1-4}alkylcarbonyl, fluoroC_{1-4}alkylcarbonyl, aminocarbonyl, C_{1-4}alkylaminocarbonyl and di-C_{1-4}alkylaminocarbonyl;

E is n-butylene;

X is -NHCO-;

R^1 is C_{1-4}alkoxy or C_{1-4}alkyl;

R_x and R_y are independently hydrogen or C_{1-4}alkyl;

n is 1-3; and

p is 0-3.

15. (Original) A compound according to claim 1 wherein

Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar_1 is optionally substituted by 1-2 R^1 groups which may be the same or different;

Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C_{1-4}alkyl, halogen, hydroxy, C_{1-4}alkoxy, hydroxyC_{1-4}alkyl, aminoC_{1-4}alkyl, mono-C_{1-4}alkylaminoC_{1-4}alkyl, di-C_{1-4}alkylaminoC_{1-4}alkyl, $-O(CH_2)_nC(O)NR_xR_y$ and $-CO_2(CH_2)_pCH_3$;

Ar_3 is pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: C_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_3$, $-NHSO_2CH(CH_3)_2$), fluoroC_{1-4}alkylsulfonylamino (such as $-NHSO_2CH_2CF_3$), C_{1-4}alkylcarbonylamino, fluoroC_{1-4}alkylcarbonylamino, C_{1-4}alkylcarbonyl, fluoroC_{1-4}alkylcarbonyl, aminocarbonyl, C_{1-4}alkylaminocarbonyl and di-C_{1-4}alkylaminocarbonyl;

E is n-butylene;

X is -NHCO-;

R^1 is C_{1-4}alkoxy or C_{1-4}alkyl;

R_x and R_y are independently hydrogen or C_{1-4}alkyl;

n is 1-3; and

p is 0-3.

16. (Currently Amended) A compound according to claim 1 selected from the group consisting of ~~list~~:

2-Hydroxymethyl-4'-trifluoromethyl-biphenyl-4-carboxylic acid {4-[4-(1H-indol-3-yl)-piperidin-1-yl]-butyl}-amide ~~(Example 1)~~;

2-(4-Cyano-phenyl)-4-hydroxymethyl-thiazole-5-carboxylic acid {4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-amide ~~(Example 7)~~;

2-(4-Chloro-phenyl)-4-hydroxymethyl-thiazole-5-carboxylic acid {4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-amide ~~(Example 10)~~;

5-(4-Cyano-phenyl)-2-(2-hydroxy-ethyl)-2H-pyrazole-3-carboxylic acid {4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-amide ~~(Example 21)~~;

4-(5-Chloro-thiophen-2-yl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-benzamide ~~(Example 23)~~;

4-(5-Chloro-pyridin-2-yl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-benzamide ~~(Example 32)~~;

4-(6-Chloro-pyridin-3-yl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-benzamide ~~(Example 34)~~;

6-(4-Chloro-phenyl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-nicotinamide ~~(Example 38)~~;

6-(4-Cyano-phenyl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-nicotinamide ~~(Example 39)~~;

6-(5-Chloro-thiophen-2-yl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-nicotinamide ~~(Example 40)~~; and

2-(4-chlorophenyl)-1,4-dimethyl-1H-imidazole-5-carboxylic acid {4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-amide ~~(Example 45)~~.

17. (Currently Amended) A pharmaceutical composition comprising a compound as defined in ~~any preceding~~ claim 1 and a pharmaceutically acceptable carrier or diluent.

18. (Canceled)

19. (Canceled)

20. (New) A method for the treatment of a condition resulting from elevated circulating levels of LDL-cholesterol in a mammal in need thereof, said method comprising administering a therapeutically effective amount of a compound according to claim 1.